

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 1262**

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) AUTHORIZING AND  
APPROVING (A) THE DEBTORS' ASSUMPTION OF AND PERFORMANCE UNDER  
THE PURCHASE AGREEMENT AND (B) THE SALE OF THE WESTMINSTER  
ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND  
OTHER INTERESTS, (II) APPROVING THE SETTLEMENT AND  
(III) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On November 27, 2024, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Authorizing and Approving (A) the Debtors' Assumption of and Performance Under the Purchase Agreement and (B) the Sale of the Westminster Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests, (II) Approving the Settlement and (III) Granting Related Relief* (D.I. 1262) (the “**Motion**”). Attached as Exhibit A to the Motion was a proposed form of order.

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. DublinGranville Road, Columbus, OH 43081.

2. On December 13, 2024, the Debtors filed a *Certificate of No Objection with Respect to the Motion of Debtors for Entry of an Order (I) Authorizing and Approving (A) the Debtors' Assumption of and Performance Under the Purchase Agreement and (B) the Sale of the Westminster Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests, (II) Approving the Settlement and (III) Granting Related Relief* (D.I. 1347).

3. On December 19, 2024, the Court held a hearing on the Motion and provided comments to the proposed form of order.

4. Attached hereto as **Exhibit A** is a revised proposed form of order (the “**Proposed Order**”), incorporating the Court’s comments.

5. Attached hereto as **Exhibit B** is a redline of the Proposed Order against the form of order attached to the Motion.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

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Dated: December 19, 2024  
Wilmington, Delaware

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

/s/ Sophie Rogers Churchill

Robert J. Dehney, Sr. (No. 3578)  
Andrew B. Remming (No. 5120)  
Daniel B. Butz (No. 4227)  
Tamara K. Mann (No. 5643)  
Sophie Rogers Churchill (No. 6905)  
1201 N. Market Street, 16th Floor  
P.O. Box 1347  
Wilmington, DE 19899-1347  
Telephone: (302) 658-9200  
Facsimile: (302) 658-3989  
rdehney@morrisnichols.com  
aremming@morrisnichols.com  
dbutz@morrisnichols.com  
tmann@morrisnichols.com  
srchurchill@morrisnichols.com

-and-

**DAVIS POLK & WARDWELL LLP**

Brian N. Resnick (admitted *pro hac vice*)  
Adam L. Shpeen (admitted *pro hac vice*)  
Stephen D. Pirano (admitted *pro hac vice*)  
Jonah A. Peppiatt (admitted *pro hac vice*)  
Ethan Stern (admitted *pro hac vice*)  
450 Lexington Avenue  
New York, NY 10017  
Tel.: (212) 450-4000  
brian.resnick@davispolk.com  
adam.shpeen@davispolk.com  
stephen.pirano@davispolk.com  
jonah.peppiatt@davispolk.com  
ethan.stern@davispolk.com

*Counsel to the Debtors and Debtors in Possession*